

**ANNUAL GENERAL MEETING  
of 25 July 2024**

**Draft Resolutions/Board Remarks  
on the items on the agenda of the General Meeting**

**1. Submission for approval of the Board of Directors Report on the Annual Financial Statements of the Bank and the Group for the financial year 2023 (1.1.2023 – 31.12.2023), and submission of the respective Auditors' Report.**

Required quorum:	1/5 of total common (*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

The Board of Directors (the Board) shall propose that the Annual General Meeting (AGM) approves the Board of Directors' Report on the Bank's and the Group's Annual Financial Statements for the financial year 2023 as incorporated in the 2023 Group and Bank Annual Financial Report and approved by the Board at its meeting of 11 March 2024, and also submits the respective Independent Auditors' Report for information purposes.

These reports can be viewed by the shareholders on the Bank's website at:

<https://www.nbg.gr/en/group/investor-relations/reports/annual-financial-report-for-the-group-and-the-bank-31-12-2023>



**2. Submission for approval of the Annual Financial Statements of the Bank and the Group for the financial year 2023 (1.1.2023 – 31.12.2023).**

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

The Board shall propose that the AGM approves the Bank's and the Group's Annual Financial Statements for the financial year 2023 as incorporated in the 2023 Group and Bank Annual Financial Report, including the comparative data for 2022. The Annual Financial Statements of the Group and the Bank are comprised of the Statement of Financial Position, the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Cash Flow Statement, and the Notes to the Financial Statements. The Financial Statements were approved by the Board on 11 March 2024 and can be viewed on the Bank's website at:

<https://www.nbg.gr/en/group/investor-relations/reports/annual-financial-report-for-the-group-and-the-bank-31-12-2023>

The Bank's website also includes a Press Release and a Presentation accompanying the announcement of the full-year results for 2023.



**3. Submission of the annual Audit Committee Report on its activities during 2023 pursuant to Article 44 par. 1 case i) of Law 4449/2017, which is included, as a separate section, in the Annual Financial Statements of the Bank and the Group for the financial year 2023 (1.1.2023 – 31.12.2023).**

*[This item is submitted to the General Meeting in accordance with Article 44 par. 1 case i) of Law 4449/2017 as in force and does not require voting or decision taking.]*

In accordance with article 44 par. 1 case i) of Greek Law 4449/2017 as in force, the Audit Committee Report on its activities during 2023 which, as per relevant Hellenic Capital Market Commission recommendation, is included, as a separate section, in the Annual Financial Report of the Bank and the Group for the financial year 2023 (1.1.2023 – 31.12.2023), is submitted to the Annual General Meeting of Shareholders.

The Audit Committee Report is available, as part of Annual Financial Report of the Bank and the Group for the financial year 2023 (1.1.2023 – 31.12.2023), on the website of the Bank:

<https://www.nbg.gr/en/group/investor-relations/reports/annual-financial-report-for-the-group-and-the-bank-31-12-2023>



**4. Approval of the overall management by the Board of Directors as per Article 108 of Law 4548/2018 and discharge of the Auditors of the Bank, with respect to the financial year 2023 (1.1.2023 – 31.12.2023), in accordance with par. 1 case c) of article 117 of Law 4548/2018.**

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

It is proposed that the AGM: i) approves the overall management by the Board of Directors as per Article 108 of Greek Law 4548/2018 with respect to the financial year 2023 and ii) decides on the discharge of the Auditors of the Bank from any liability, as per Article 117 par. 1 case (c) of Greek Law 4548/2018, with respect to the financial year 2023. More specifically:

i) the Board of NBG: Mr. Gikas Hardouvelis, Mr. Pavlos Mylonas, Ms Christina Theofilidi, Mr. Avraam Gounaris, Mr. Wietze Reehoorn, Ms Aikaterini Beritsi, Mr. Matthieu Kiss, Ms Anne Marion Bouchacourt, Ms Elena Ana Cernat, Mr. Claude Piret, Mr. Jayprakasa (JP) Rangaswami, Mr. Athanasios Zarkalis, Mr. Periklis Drougkas.

ii) the Certified Auditors of NBG Group: The audit firm "PriceWaterhouseCoopers (PwC)" and the Certified Auditor Mr. Andreas Riris, who is in his first year in the role, following the compulsory rotation of the signing partner.



**5. Election of regular and substitute Certified Auditors for the audit of the Financial Statements of the Bank and the Financial Statements of the Group for the financial year 2024, and determination of their remuneration.**

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

Following the positive assessment and proposal by the Audit Committee, in accordance with article 28 par.2 of Greek Law 4701/2020, for the audit of the Group and Bank Annual Financial Statements for the financial year ending 31 December 2024 and the review of the Semi-annual Financial Statements for the six-month period ending 30 June 2024 (including sustainability reporting), the Board of Directors shall propose the appointment of PriceWaterhouseCoopers (PwC) as statutory auditor, which is responsible by law to appoint at least one regular and one substitute certified auditor, at its discretion. Namely, the Board of Directors proposes the re-appointment of PwC, having considered the level of service, professional competence, technical capacity and effectiveness of the specific firm, which has been proven throughout the cooperation with the particular firm also in previous years and which has been assessed as competent to assume the audit for the financial year 2024, following a recommendation to this end also by the Audit Committee. Furthermore, following proposal of the Audit Committee, the Board of Directors shall propose the remuneration of the Independent Auditors, for the statutory audit of the Financial Statements, and the Tax Audit of the Bank for the financial year 2024 to amount to €1,753,000 plus VAT and €220,000 plus VAT, respectively.



**6. Submission of the Independent Non-Executive Directors' Report pursuant to Article 9 par. 5 of Law 4706/2020.**

*[This item is submitted to the General Meeting in accordance with Article 9 par. 5 of Law 4706/2020 as in force and does not require voting or decision taking].*

In accordance with article 9 par. 5 of Law 4706/2020, the Independent Non-Executive Directors Report is submitted to the General Meeting of Shareholders.

The Report is available on the website of the Bank:

<https://www.nbg.gr/en/group/investor-relations/general-meetings-all-data>



## **7. Approval of Board of Directors Suitability Assessment Policy and Procedure as per Article 3 of Law 4706/2020.**

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

In accordance with Article 3 par. 3 of Law 4706/2020, the Board of Directors, following proposal of the Corporate Governance and Nominations Committee, submits for approval to the Annual General Meeting of Shareholders the Board of Directors Suitability Assessment Policy. Further, in accordance with the same Article 3 para 3 of Law 4706/2020, in conjunction with Circular no. 60/18.09.2020 "Guidelines on the Suitability Policy of article 3 of Law 4706/2020" of the Hellenic Capital Market Commission, any amendment to the Suitability Policy is approved by the Board and in case of a material change, the revised Policy is submitted for approval to the General Meeting of Shareholders; material are the amendments that provide for derogations or significantly change the content of the Suitability Policy in particular as to the applied general principles and criteria. In any case, the Policy is reviewed whenever deemed necessary, especially in the case of changes in the relevant regulatory framework or in case of significant changes or events, taking also into account among others the recommendations of the Corporate Governance and Nominations Committee.

The current NBG Board of Directors Suitability Assessment Policy and Procedure has been approved by the Annual General Meeting of Shareholders of 28.7.2022. Since then, a number of significant changes have taken place in the applicable relevant regulatory framework. In this context, the main amendments proposed within the revised draft are mainly aimed at:

- alignment of the Policy with the currently applicable regulatory framework and in particular:
  - the provisions of the Bank of Greece Executive Committee Act No 224/1/21.12.2023 on the assessment of suitability for the taking up of a post as a member of the Board of Directors and as a key function holder, adopting the joint EBA-ESMA Guidelines on the assessment of suitability of members of the management body and key function holders (EBA/GL/2021/06);
  - the provisions of the revised HFSF Law (Law 3864/2010), as lastly amended by Law 5092/2024 and the revised Relationship Framework Agreement signed on 26.10.2023;
- alignment to changes in internal policies of the Bank;
- non-material changes/rephrasing, in the context of improving the wording and facilitating clarification/comprehension in individual points.



In this context, the draft revised Policy is now being submitted by the Board of Directors to the General Meeting for approval, following proposal by the Corporate Governance and Nominations Committee.

The draft revised Board of Directors Suitability Assessment Policy and Procedure is available on the website of the Bank:

<https://www.nbg.gr/en/group/investor-relations/general-meetings-all-data>





## 8. Election of a new Board of Directors and appointment of independent non-executive members.

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

In accordance with Article 17 of the Bank's Articles of Association, the Bank is managed by a Board of Directors, consisting of 7 to 15 members; the exact number of members is each time determined by the General Meeting of Shareholders, which also determines the directors that shall be independent. In accordance with Article 18, Directors are elected for a term that shall not exceed three (3) years, which ends at the Annual General Meeting of the year in which such term expires and can be re-elected for an indefinite number of terms, subject to meeting the requirements set by the applicable legal and regulatory framework, as each time in force.

Taking into consideration the fact that the three-year term of the entire current NBG Board of Directors is due to end at the Annual General Meeting of 2024, the Board, following a proposal by the Corporate Governance and Nominations Committee,

- ❖ having considered especially the following: a) the Bank's internal framework (especially Articles of Association, Corporate Governance Code, Charter of the Corporate Governance and Nominations Committee, Policy for the Nomination of candidates to the NBG Board of Directors, Board of Directors Suitability Assessment Policy and Procedure, Diversity Policy); b) the existing applicable legal and regulatory framework and especially the provisions of Laws 4706/2020, 4548/2018, 4261/2014 and 3864/2010, and the Bank of Greece Executive Committee Act No 224/21.12.2023 (adopting the relevant EBA Guidelines 2021/06); c) the European Central Bank Guide to Fit and Proper assessments (December 2021) and the latest (February 2024) ECB expectations relating to bank board expertise on ICT and security risks; d) the existing contractual framework with the HFSF, and in particular the Relationship Framework Agreement (RFA) between the Bank and the HFSF, e) the provisions of Directive (EU) 2022/2381 on improving the gender balance among directors of listed companies and related measures; f) international corporate governance best practices; and also, having considered a variety of additional factors, as the proposed candidates are already serving on the Bank's Board, including:
  - the outcomes from the Board Suitability Assessment/Succession Planning/Target Board Profile exercise, in conjunction with the outcomes from the Board effectiveness evaluation (collective and peer-to-peer), the ESG readiness evaluation, and the CEO performance evaluation, which were conducted with the facilitation of an external independent advisor (Egon Zehnder), highlighting among others that:



- ✓ the current Board is highly effective and engaged, dedicated, experienced and professional;
- ✓ the current Board enjoys high levels of independence (over 80% of non-executive Board members are independent) and good level of gender diversity (4 out of 13 members are women, which is above 25% of total Board members as outlined in Article 3 of Law 4706/2020);
- ✓ Board composition is differentiated, with complementary experiences and skills offering a diversity of views, local and international expertise and functional know-how, and supported by a very high level of trust which allows the Board to be constructive and effective;
- ✓ there is genuine and unquestionable commitment to doing what is best for the Bank;
- ✓ the current size and composition of the Board is seen as suitable, both on a collective and on an individual level;
- the outcomes from the annual review of the fulfillment of the independence criteria for the Independent Board members, prior to the publication of the Annual Financial Results of the Bank and the Group,
- the directors' independence of mind and challenging capacity based especially on feedback from the discussions taking place at Board and Board Committee level; all directors actively participate in meetings and follow the discussions, ask questions and effectively challenge the management function;
- attendance at Board and Committee meetings which is at a very high level, reflecting directors' dedication and commitment to their role [attendance for the year 2023 is available in the [Corporate Governance Statement of the Annual Financial Report 2023](#), page 177]; and
- directors' overall contribution to the Board and ability to continue to contribute productively;
- ❖ the fact that all current Board members have already been previously subject successfully to the fit and proper assessment of the European Central Bank;
- ❖ lastly, taking into account longstanding best practices for board member re-election, issues such as ethics, accountability, transparency, fairness and compliance have also been considered;

the Board, following proposal of the Corporate Governance and Nominations Committee, decided to propose to the General Meeting the election of the Board of Directors, comprised of 13 members, out of which 9 independent non-executive members, with a term of 3 years, i.e. until the 2027 Annual General Meeting, as follows:

- 1. Mr. Gikas Hardouvelis**
- 2. Mr. Pavlos Mylonas**
- 3. Ms. Christina Theofilidi**
- 4. Ms. Aikaterini Beritsi, as independent non-executive member of the Board**
- 5. Ms. Elena Ana Cernat, as independent non-executive member of the Board**



- 6. Mr. Avraam Gounaris, as independent non-executive member of the Board**
- 7. Mr. Matthieu Kiss, as independent non-executive member of the Board**
- 8. Ms. Anne Marion-Bouchacourt, as independent non-executive member of the Board**
- 9. Mr. Claude Piret, as independent<sup>1</sup> non-executive member of the Board**
- 10. Mr. Jayaprakasa (JP) Rangaswami, as independent non-executive member of the Board**
- 11. Mr. Wietze Reehoorn, as independent non-executive member of the Board**
- 12. Mr. Athanasios Zarkalis, as independent non-executive member of the Board**
- 13. Mr. Periklis Drougkas - Hellenic Financial Stability Fund Representative, in accordance with Law 3864/2010, as in force.**

All proposed members already serve on the current Board of Directors and have already been successfully subject to the fit and proper assessment of the European Central Bank. All proposed members:

- ✓ fulfill the minimum requirements provided in legal, regulatory and internal framework with regard to qualifying/eligibility criteria for Board membership and directors' incompatibilities (Law 3864/2010/HFSF Law and Relationship Framework Agreement (RFA) between the Bank and the HFSF);
- ✓ meet the minimum suitability (fit and proper) criteria set out in the regulatory framework and the Bank's internal policies, namely:
  - knowledge, skills and experience (both theoretical and practical);
  - reputation, honesty and integrity;
  - independence of mind/no conflicts of interest; proposed members throughout their tenure so far have demonstrated independence of mind to be able to effectively assess, challenge, oversee and monitor management decision making;
  - sufficient time commitment to the exercise of their duties, thereby meeting time commitment requirements in accordance with the provisions of the regulatory framework;
- ✓ have confirmed that there is no legal impediment to their election as per article 3 para 4 of Law 4706/2020, as in force;

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<sup>1</sup> Having regard to the provisions of the applicable regulatory framework [especially, Law 4706/2020 (articles 2 para 6 and 9 para 2.ca) and Bank of Greece Executive Committee Act 224/1/21.12.2023, as currently in force], and considering the potential impact on the independence status of the proposed Board member with regard to his tenure on the Board, a succession planning process shall be initiated as may be appropriate.



- ✓ particularly the members proposed for election as independent non-executive directors meet the independence requirements laid down in the applicable regulatory framework; and
- ✓ complement the Board collective suitability; proposed members throughout their tenure have substantially contributed and are expected to continue doing so to the workings of the Board of Directors, thus each complementing the Board's collective suitability.

Additionally, the proposed Board composition:

- a) is in compliance with the criteria provided by the legal and regulatory framework, especially provisions on independent members and diversity, especially considering that:
  - ✓ there is a significantly higher than required number of proposed independent directors, ensuring the desired level of independence on the Board and its Committees (over 80% of the non-executive members and c.70% of the total Board members); and
  - ✓ the desired level of gender diversity is maintained above minimum regulatory standards (i.e. c.31%, which is above the legally required 25% of total Board members, as outlined in Article 3 of Law 4706/2020, while also being in alignment with the regulatory thresholds foreseen in Directive (EU) 2022/2381);
- b) is deemed collectively suitable, as it is deemed to have sufficient and adequately broad range of knowledge, skills, industry experience, independence, competence and diversity of perspectives to enable it to carry out its responsibilities and exercise effective oversight, monitor and constructively challenge proposed decisions and bring new insights, contribute to the effective management of the Bank, and to make objective and balanced decisions in the best long-term interests of the Bank, its shareholders and other stakeholders, considering especially the Bank's business model, geographical footprint and the need to ensure a strong presence of banking experience; and
- c) has the right combination of characteristics and expertise, which includes being able to understand, identify, monitor and mitigate the risks the Bank faces, to ensure the Bank is properly managed.

The individual profiles of the proposed candidate Board members, which include justification for proposing the candidate Board member, detailed curriculum vitae of the candidate Board member, and ascertainment of suitability criteria in accordance with the Bank's Board of Directors Suitability Assessment Policy, as well as ascertainment of the fulfillment of independence criteria (for candidates proposed to be appointed as independent non-executive members) are available for the shareholders on the Bank's website at:

<https://www.nbg.gr/en/the-group/investor-relations/general-assemblies>

According to the legal and regulatory framework, as in force, Board members undergo the fit and proper assessment of the Single Supervisory Mechanism (SSM). Any re-assessment, when required, is carried out in accordance with the provisions of Bank of Greece Executive Committee Act No 224/21.12.2023.



**9. Redetermination of the type of the Audit Committee, the term of office, the number and the qualities of its members as per Article 44 par. 1 case b) of Law 4449/2017.**

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

The Annual General Meeting of Shareholders of 28.07.2022 had decided that the Audit Committee be a Committee of the Board of Directors, consisting of five (5) non-executive Board members, of which four (4) were independent according to the provisions of Article 9 par. 1 and 2 of Law 4706/2020 and one (1) was the Representative of the HFSF on the Bank's Board, in accordance with Law 3864/2010 and the Relationship Framework Agreement (RFA) between the Bank and the HFSF, with a term of office until the Annual General Meeting of year 2024.

In accordance with article 44 par. 1 case b) of Law 4449/2017, as well as the Audit Committee Charter, the Board of Directors, on the recommendation of the Corporate Governance and Nominations Committee, proposes to the General Meeting the following concerning the type, term of office, number and qualities of the members of the Audit Committee:

- a) The Audit Committee will remain a Committee of the Board of Directors, consisting of non-executive members of the Board of Directors.
- b) The Audit Committee will consist of five (5) non-executive Board members, of which at least four (4) will be independent according to the provisions of the Greek legal framework and particularly Article 9 par. 1 and 2 of Law 4706/2020 and Bank of Greece Executive Committee Act No 224/21.12.2023 on the assessment of suitability for the taking up of a post as a member of the Board of Directors and as a key function holder.
- c) The term of office of the Committee members that will be appointed by the Board of Directors in accordance with Article 44 par. 1 case c) of Law 4449/2017 shall follow their term of office as Board members, i.e. until the Annual General Meeting of year 2027 and shall, in any case, automatically expire if they cease to be members of the NBG Board of Directors. In the event of resignation, death or forfeiture, the Board of Directors will appoint, from among its existing members, a new member in replacement thereof, for the remaining term of office of the member replaced, in accordance, with par. 1 and 2 of Article 82 of L. 4548/2018, which, if applicable, apply mutatis mutandis.



- d) Committee members will be appointed by the Board of Directors in accordance with Article 44 par. 1 case c) of Law 4449/2017 as in force and the Audit Committee Charter and shall satisfy the appropriateness criteria/qualifications set out in Article 44 of Law 4449/2017, as well as in the Audit Committee Charter.
  
- e) Following the appointment of members of the Committee by the Board of Directors, the Committee will constitute into a body to appoint its Chair and Vice-Chair from among its independent members.



**10. Approval of the remuneration of the Board of Directors of the Bank for the financial year 2023 and determination of the remuneration of the Chairman of the Board and executive and non-executive members as per Article 109 of Law 4548/2018 through to the AGM of 2025.**

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

The Board of Directors, based on a proposal by the Corporate Governance and Nominations Committee, taking into consideration the applicable legal and regulatory framework, and in particular: a) the provisions of the legal and regulatory framework on remuneration according to Law 4261/2014, Law 4548/2018 and Law 3864/2010, as in force, b) the provisions of NBG Directors' and Senior Managers' Remuneration Policy, and c) the consultation with the competent bodies according to the applicable governance legal and regulatory framework, as in force, shall propose for approval by the Annual General Meeting, the remuneration of the Chair of the Board and the executive and non-executive members of the Board, for the financial year 2023, in accordance with Article 27 of the Bank's Articles of Association, and the provisions of the NBG Directors' and Senior Managers' Remuneration Policy, as presented within the following table, which includes fixed remuneration<sup>2</sup> paid during 2023, totaling **€1,478,690.08<sup>3</sup>**.

Name and Surname	Capacity	Gross BoD and BoD Committee Remuneration (in Euros)	Net BoD and BoD Committee Remuneration (in Euros)	Gross Remuneration for Dependent Employment (in Euros)	Remuneration for Dependent Employment excluding Insurance and Tax Contributions* (in Euros)
Gikas Hardouvelis	Chair	-	-	295,000.00	164,996.52
Pavlos Mylonas	CEO	-	-	590,000.00	330,196.52
Christina Theofilidi	Executive Member	-	-	360,000.00	195,817.40
Aikaterini Beritsi	Independent Non-Executive Member	135,000.00	76,227.48	-	-
Jayaprakasa (JP) Rangaswami	Independent Non-Executive Member	135,000.00	76,227.48	-	-

<sup>2</sup> Fringe benefits and remuneration related to participation of Executive Board members in pension schemes are not included.

<sup>3</sup> Total net annual amount following any withholding for insurance fund and income tax requirements.



Claude Piret	Independent Non-Executive Member	144,999.96	87,559.98	-	-
Avraam Gounaris	Senior Independent Director	135,000.00	76,227.48	-	-
Wietze Reehoorn	Independent Non-Executive Member	144,999.96	81,707.46	-	-
Elena Ana Cernat	Independent Non-Executive Member	124,999.92	70,747.44	-	-
Anne Marion - Bouchacourt	Independent Non-Executive Member	144,999.96	87,559.98	-	-
Matthieu Kiss	Independent Non-Executive Member	144,999.96	81,707.46	-	-
Athanasios Zarkalis	Independent Non-Executive Member	124,999.92	70,747.44	-	-
Periklis Drougkas	Non-Executive Member / Representative of the Hellenic Financial Stability Fund	139,999.92	78,967.44	-	-
<b>TOTAL</b>		<b>1,374,999.60</b>	<b>787,679.64</b>	<b>1,245,000.00</b>	<b>691,010.44</b>

***\*Insurance contributions, tax, stamp duty are not included***

It is noted that the Executive Board Members do not receive any remuneration in their capacity as BoD and BoD Committee members.

In 2023, Non-Executive Members of the Board did not receive any additional remuneration (bonus), while in accordance with the provisions of the NBG Directors' & Senior Managers' Remuneration Policy, Executive Members of the Board participated in the Stock Award Program established by the Bank following the respective approval of the AGM held on 28 July 2023 (retention-based incentive scheme applied in 2023 for Senior Management of the Bank).

Detailed information on the remuneration of the Board of Directors of the Bank for the financial year 2023 is included in the NBG Directors' Remuneration Report for the year 2023.





Moreover, the Board shall propose the approval, by the Annual General Meeting of Shareholders, of the below proposed remuneration through to the AGM of 2025, to the Board Chair and executive and non-executive members of the Board of Directors, pursuant to Article 109 of Law 4548/2018 as in force, as well as in accordance with Article 27 of the Bank's Articles of Association, and in line with the NBG Directors' and Senior Managers' Remuneration Policy, as per the table below:

<b>PROPOSED GROSS ANNUAL REMUNERATION (in EUR)</b>	
Board Chair	330,000
Senior Independent Director	152,550
Board Member	137,500
Committee Chair (Regulated Committees)	171,100
Committee Chair (Non-Regulated Committees)	152,550
HFSF Representative	161,000
CEO*	590,000
Executive Board Member*	Up to 360,000**

\* Does not include additional remuneration (fixed or variable) e.g., in the form of stock awards or pension scheme, as each time foreseen by the Bank's applicable policies and the legal and regulatory framework in force.

\*\* Board Members' remuneration is determined upon proposal of the Corporate Governance & Nominations Committee.

It is noted that:

- The proposed gross annual remuneration is determined taking into account:
  - (a) the Board Governance and working model, the Directors' individual skills, experience, responsibilities, dedication and time commitment inherent to the role that they undertake.
  - (b) benchmarking data on Board remuneration of other comparable (in terms of size, turnover, capitalization) listed companies in the Athens Stock Exchange as well as of other comparable Greek and European Banks (in terms of size, capitalization, turnover and total assets), which showed that the proposed gross annual remuneration is within the range of the comparative sample.
- A fairness opinion on the reasonableness and fairness of the proposed gross annual remuneration of the Board of Directors has been provided to the Bank by an independent consultant, noting that the proposed gross annual remuneration is fair and reasonable.
- The proposed gross annual remuneration is based on equal pay for male and female directors for equal work or work of equal value, in alignment with the provisions of Directive (EU) 2019/878, as transposed by means of Law 4799/2021.
- The proposed gross annual remuneration is within the framework of the NBG Directors' & Senior Managers' Remuneration Policy and in alignment to the applicable legal and regulatory framework and market conditions on Board remuneration.



It is noted that the approval of the above remuneration applies up to the Annual General Meeting of Shareholders of year 2025 and of course on condition that in any case the conditions and limits laid down in Art. 10 Par. 3 of Law 3864/2010, as each time in force, are met. Relevant contracts of the Chair of the Board, the CEO and Executive Board members shall be amended accordingly as may be required. The terms of the contracts of Executive Board members and of the Chair of the Board are determined by the NBG Directors' and Senior Managers' Remuneration Policy, as approved by the Board of Directors and by the General Meeting of Shareholders.

Moreover, in view of the volatile and highly competitive conditions in the European and domestic banking sector, the Board of Directors, is authorised to continue to examine on an ongoing basis the level of remuneration of the members of the Board of Directors taking into consideration the conditions of competition in the European and domestic banking sector as well as the work provided by the members of the Board of Directors and it could adjust such remuneration, in compliance with the provisions of the each time applicable legal and regulatory framework, including Law 3864/2010, as each time in force and subject to approval by the next Annual General Meeting of Shareholders.



**11. Submission for discussion and advisory vote on the fiscal year 2023 Directors' Remuneration Report, in accordance with Article 112 of Law 4548/2018.**

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

The Board of Directors, based on a proposal by the Corporate Governance and Nominations Committee, and taking into consideration the applicable legal and regulatory framework, in particular the provisions of Article 112 of Law 4548/2018, submits to the General Meeting of Shareholders for discussion and advisory vote the fiscal year 2023 Directors' Remuneration Report.

An overview of the total remuneration paid to members of the Board of Directors for the year 2023 and respective explanations are included in the Report, in accordance with article 112 of Law 4548/2018.

The Directors' Remuneration Report is available on the Bank's website at: <https://www.nbg.gr/en/group/investor-relations/general-meetings-all-data>

The Report shall remain available on the Bank's website for a time period of ten (10) years, in accordance with Law 4548/2018.

Pursuant to Article 112, paragraph 3 of Law 4548/2018, the shareholders' vote on the submitted Remuneration Report is advisory.



**12. Approval for partial resolution of taxed reserve formed in accordance with Article 48 of Law 4172/2013, with total amount of €508,368,162.62 for distribution to shareholders and to eligible personnel of the Bank.**

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

The Board of Directors proposes to the AGM for approval the partial resolution of taxed reserve formed in accordance with Article 48 of Law 4172/2013, with total amount of €508,368,162.62 and its distribution to the Bank's shareholders and to eligible personnel of the Bank as a bonus payment.

The relevant reserve is reflected under the General Ledger Account 41.05.02.00.00 with title "Taxed reserve formed in accordance with Article 48, Law 4172/2013" which is free for distribution or capitalization. The reserve is presented under "Reserves and retained earnings" line in the Statement of Financial Position and in "Other reserves" column in the Statement of Changes in Equity.

The amount proposed for distribution in cash is analyzed as follows:

- a) For distribution to the Bank's shareholders: €332,000,000 (or €0.36 per share).
- b) For bonus payment to eligible personnel: up to €20,500,000. Following the approval by the Annual General Meeting of the Bank, the exact amount per beneficiary, will be paid according to the variable remuneration scheme approved by the Board of Directors, the regulations and the procedures of the Bank, under the coordination of the competent Human Resources Unit.

The above decisions will be implemented by the competent Bank Units.

Furthermore, the General Meeting is asked to authorize the Board of Directors or/and executive members of the Board of the Bank in order to be able to arrange, if required, any other detail and to take any other steps that might be needed, for the implementation of this decision.



**13. Amendment of the program for the purchase of own shares in accordance with article 49 of Law 4548/2018, as in force.**

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

On 28 July 2023, the AGM approved a Program for the free distribution of shares of the Bank to Senior Management executives or/and staff of the Bank and its affiliated companies, in the context of Article 32 of Law 4308/2014, in accordance with the provisions of Article 114 of Law 4548/2018 (Stock Award Program).

To satisfy the Stock Award Program and specifically the shares to be awarded under this Program, the aforementioned AGM approved the establishment of a program for the purchase of own shares by the Bank with a maximum acquisition of shares up to 1.5% of the total outstanding shares, i.e., up to 13,720,727 shares, to be acquired over a period of 24 months as from the date of the AGM, i.e., through to 28/07/2025. Furthermore, according to the said decision, the approved price range for the purchase of own shares is €1.00 - €15.00, and the total cost of the program should not exceed €30,000,000.

The Board of Directors proposes to the AGM of 2024 to increase the total cost of the Program for the purchase of own shares from €30,000,000 to €40,000,000, i.e., an increase of €10,000,000. The rest of the terms of the program will remain unchanged.

Specifically, the proposed increase of the total cost of the Program for the purchase of own shares by €10,000,000 satisfies the distribution of free shares of the Bank in the context of the established Stock Award Program by the AGM of 2023, while it is clarified that this shall include performance based award of shares. The good performance of the economy and the Bank led to a higher share price compared to the share price during the respective period in 2023. Therefore, although the maximum shares to be awarded under the established Stock Award Program remains the same, i.e., up to 13,720,727 shares, the proposed increase of the total cost of the Program for the purchase of own shares, which satisfies the Stock Award Program, is necessary to respond to the corresponding increase in the share price.

The share buy-backs will be carried out as long as current economic conditions permit and in accordance with the applicable legal and regulatory framework.

According to the above, the Program for the purchase of own shares by the Bank will have the following characteristics: the proposed maximum acquisition of own shares is up to 1.5% of the total outstanding shares, i.e. a maximum of 13,720,727 shares, with a price range for the purchase of own shares of €1.00 - €15.00, the total cost of the program shall not exceed €40,000,000, and the acquisition to be able to take place over a period of 24 months as from the date of the AGM of 2023 (28/07/2023), i.e., through to 28/07/2025.



The Program will be implemented in accordance with the above terms by the competent Bank Units (indicatively Finance and Treasury Units), while further the General Meeting is requested to authorise the Board of Directors to arrange, as it sees fit, any other potential detail in case required and generally to be able to proceed to any potential further steps that may be required for the implementation of the above Program, appointing proxies of its choice as may be further required for the implementation.

The buy-back by the Bank of own shares shall be implemented in compliance with the applicable legal and regulatory framework, acquiring all the necessary regulatory approvals and especially HFSF's and ECB's approval in accordance with article 16C of L.3864/2010 and article 77 of Regulation (EU) No 575/2013.



## **ANNEX 1**

### **HOW SHAREHOLDERS CAN EXERCISE THEIR SHAREHOLDER RIGHTS**

Shareholders having the right to participate and vote in the Annual General Meeting dated July 25th, 2024, as well as in the Repeat General Meeting dated July 31st 2024 are those registered in the electronic registry of the Dematerialized Securities System ("DSS") of the company "Hellenic Central Securities Depository" ("HCSD") or those identified as such through registered intermediaries or other intermediaries, in line with the legislative provisions (L. 4548/2018, L. 4569/2018, L. 4706/2020 and Regulation (EU) 2018/1212) as well as the Rulebook of the Hellenic Central Securities Depository (Government Gazette B/6249/31.10.2023) available at its website <https://www.athexgroup.gr/athexcscd-regulations>, at the start of the fifth day prior to the date of the Annual General Meeting, i.e. on July 20th, 2024 (Record Date). Each common share is entitled to one vote.

The Hellenic Financial Stability Fund participates in the General Meeting as per Law 3864/2010, as applicable.

Status of shareholder on the Record Date is verified by any means provided by law and in any case by means of information obtained by the Bank electronically from the HCSD through the Bank's online connection to the DSS or through the intermediaries in line with the above provisions. A shareholder may participate in the Annual General Meeting through confirmations or notices of Articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the intermediary, except if the General Meeting refuses said participation for good reason justifying this refusal in accordance with the applicable provisions (art. 19 par.1 of L. 4569/2018, art. 124 of L. 4548/2018).

To exercise the rights to participate and vote, it is not necessary to block the shares or follow any other similar process that may restrict the ability to sell and transfer shares in the period between the Record Date and the relevant General Meeting (AGM or Repeat AGM).

Shareholders that do not comply with the deadline in par. 4 of article 128 of Law 4548/2018, i.e., that do not submit in writing or by electronic means the appointment of proxies or representatives to the Bank at least forty-eight (48) hours before the appointed date of the General Meeting, participate at the General Meeting unless the General Meeting refuses this participation for good reason which justifies this refusal.

### **REMOTE PARTICIPATION AND VOTE AT THE GENERAL MEETING IN REAL TIME BY TELECONFERENCE**

In order for shareholders to participate and vote at the Annual General Meeting on 25 July 2024 or at the Repeat Meeting thereof which will take place remotely, in real-time



by teleconference and by the use of electronic means, without their physical presence, they or their proxies must create and use an electronic shareholder account at the internet platform that has been developed by the Athens Exchange Group to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr/en/home>.

The internet platform is provided by the company "Hellenic Central Securities Depository S.A.", while for the teleconference the Zoom Meetings service is provided by Zoom Video Communications Inc.

In order to access the internet platform, a personal computer, a smartphone or a tablet is required, a browser installed, and internet access.

In order for a shareholder or his/her proxy to create an account on the internet platform above, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

If, on accessing the electronic platform the above information entered by the shareholder does not match the information registered in the Dematerialized Securities System and provided to the Bank by the Hellenic Central Securities Depository or through intermediaries, as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Part 3 of Decision No 8 of the Hellenic Central Securities Depository, "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", as well as the document "Terms and Conditions for the remote General Meeting of Shareholders", shareholders must provide or update the information above, in order to create the account.

**For this purpose, shareholders are requested to contact without delay the Participant of the Securities Account in the DSS or any other intermediary that provides them with custody services for the shares of the Bank, as the case may be, in order to notify or to update their valid email address and mobile telephone number for identification.**

**Further instructions to participate at the General Meeting by teleconference will be posted on the Bank's website and will be sent via email to shareholders that have completed the above procedure and are eligible to participate at the Annual General Meeting or the Repeat Meeting thereof.**

For any questions and for instructions, shareholders may contact the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements by email at [GIANNOPOULOS.NIK@NBG.GR](mailto:GIANNOPOULOS.NIK@NBG.GR) or by calling +30 2103343460, +30 2103343419, +30 2103343422 and +30 2103343411 (daily between 09.00 a.m. – 17.00).

Furthermore, starting with the publication of the AGM Invitation and until the end of the General Meeting, information and support will be provided to shareholders and their representatives regarding the proceedings of the General Meeting through the platform AXIA e-SM (e.g. connection, voting, etc.), at + 30 2103366426 or by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).





Shareholders that will participate at the Annual General Meeting by teleconference in real-time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Meeting.

On the date of the Annual General Meeting, in order to participate in the proceedings, shareholders must log in on time through the internet platform, at least fifteen minutes (15') before the start time of the Annual General Meeting announced in the Invitation and state the number of voting rights with which they will participate in the Annual General Meeting and vote and, whether they wish to amend it (to a smaller amount).

Shareholders who are successfully connected to the internet platform will be able to participate in the Annual General Meeting in real-time by teleconference through a link that will be sent to them via email.

By activating the Zoom application through the link at the beginning of the Annual General Meeting, the Shareholders will have the ability to:

- a) follow the proceedings of the AGM by using electronic or audio-visual means,
  - b) be given the floor and address the General Meeting orally during the AGM,
- and, at the same time, through the internet platform they will have the ability to:
- c) vote in real time during the AGM on the items of the Agenda,
  - d) receive information on the recording of their vote.

### **PROCEDURE FOR REMOTELY PARTICIPATING IN THE VOTE BEFORE THE GENERAL MEETING (MAIL VOTE)**

**I.** In addition, shareholders have the option to participate remotely, **in person or by proxy**, at the vote on the items of the General Meeting that will take place **before the General Meeting**.

Specifically, shareholders that wish to participate in and vote remotely on the items of the General Meeting that will take place before the General Meeting, can make use of the following options:

- a) Either exercise the right to vote before the General Meeting through the internet platform <https://axia.athexgroup.gr/en/home> in which they have previously created an account and have successfully registered as described above, during the time period **from Sunday 21.07.2024 at 11.00 am until twenty-four (24) hours before the date of the General Meeting (i.e., until 11.00 am on 24.07.2024 at the latest)**.
- b) Or complete and send to the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements the "Mail vote document" with the signature authenticated, at: ground floor, 93 Eolou St., 10551 Athens, Greece or by fax to +30 2103343410 and +30 2103343095, or file with any branch of the Bank's network, or send digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the shareholder, via e-mail to [GIANNOPOULOS.NIK@NBG.GR](mailto:GIANNOPOULOS.NIK@NBG.GR) , **at least**



**twenty-four (24) hours before the date of the General Meeting (i.e. by 11.00 am on 24.07.2024 at the latest).**

The "Mail vote document" is available to shareholders in hard copy through the Bank's branch network, and in electronic form on the Bank's website (<https://www.nbg.gr/en/group/investor-relations/general-meetings-all-data>)

c) Or participate based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders that vote as above before the General Meeting are counted to form the quorum and majority, provided that the votes in question have been received by the Bank **by 11.00 am on 24.07.2024 at the latest.**

**II.** It is noted that shareholders that wish to appoint proxies to participate remotely at the vote on the items of the Annual General Meeting which will take place before the General Meeting, **can appoint up to one (1) proxy**; the appointment must be made **at the latest forty-eight (48) hours before the date of the General Meeting (i.e. by 11.00 am on 23.07.2024 at the latest), as specifically described below in point II. of the below-mentioned Participation Process and Vote by Proxy.**

Following this deadline, it will not be possible to participate by proxy in the vote that will take place **before the General Meeting.**

**III.** If the quorum, as required by Law and the Bank's Articles of Association in order to decide on all or part of the Agenda items, is not achieved during the meeting of 25 July 2024, at the Repeat General Meeting which will take place on 31.07.2024 at 11.00 am, the right to vote remotely, by mail vote **must be exercised again**, by a vote that will take place before the Repeat General Meeting, in the following ways:

a) Either by exercising again the right to vote before the Repeat General Meeting through the internet platform <https://axia.athexgroup.gr/en/home> in which they have previously created an account and have successfully registered as described above, **during the time period from 28.07.2024 at 11.00 am until twenty-four (24) hours before the date of the Repeat General Meeting (i.e., until 11.00 am on 30.07.2024 at the latest).**

b) Or by completing and sending to the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements the "Mail vote document", with the signature authenticated at: ground floor, 93 Eolou St., 10551 Athens, Greece or by fax to +30 2103343410 and +30 2103343095, or filing with any branch of the Bank's network, or sending digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the shareholder, via e-mail to [GIANNOPOULOS.NIK@NBG.GR](mailto:GIANNOPOULOS.NIK@NBG.GR), **at least twenty-four (24) hours before the date of the Repeat General Meeting (i.e. by 11.00 am on 30.07.2024 at the latest).**

c) Or by participating based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.



Shareholders that vote as above before the Repeat General Meeting are counted for the formation of the quorum and majority, provided that the votes in question are received by the Bank **by 11.00 am on 30.07.2024 at the latest**.

**IV.** For the potential Repeat General Meeting on 31.07.2024, shareholders that had not appointed a proxy for the initial General Meeting, or shareholders that wish to replace the proxy that had been appointed, in order to participate remotely at the vote that will take place before the Repeat General Meeting, **can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the Repeat General Meeting (i.e. by 11.00 am on 29.07.2024 at the latest), as specifically mentioned below in point II. of the below-mentioned Participation Process and Vote by Proxy.**

After that date, it will not be possible to participate by proxy at the vote that will take place **before** the Repeat General Meeting.

For any questions and for instructions, shareholders may contact the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements by email at [GIANNOPOULOS.NIK@NBG.GR](mailto:GIANNOPOULOS.NIK@NBG.GR) or by calling +30 2103343460, +30 2103343419, +30 2103343422 and +30 2103343411 (daily between 09.00 a.m. – 17.00).

In addition, shareholders are asked to confirm that the "Mail Vote document" is successfully sent to and received by the Bank, and can, for this purpose, call the above numbers (Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements).

## **PARTICIPATION PROCESS AND VOTE BY PROXY**

**I.** Shareholders may participate in the AGM and may vote either in person or by proxy. Each shareholder may appoint up to 3 proxy holders. However, if the shareholder owns shares in the Bank that are held in more than one Investor Securities Account, such limitation shall not prevent the shareholder from appointing, in respect of the AGM, separate proxy holders for the shares appearing in each Account. A proxy appointment can be freely recalled. A proxy holder holding proxies from several shareholders may cast votes differently for each shareholder.

Shareholders may appoint a proxy for one or more General Meetings and for a specific period of time. The proxy votes in accordance with the shareholder's instructions, if there are any. Non-compliance by the proxy with the instructions received does not affect the validity of the decisions of the General Meeting, even if the proxy's vote was decisive in achieving the majority. The shareholder's proxy shall file the voting instructions for at least one (1) year from the date of the Annual General Meeting or the Repeat General Meeting.

Before the AGM commences, the proxy holder must disclose to the Bank any particular facts that may be of relevance for shareholders in assessing the risk that the proxy holder may pursue interests other than those of the shareholder. Within the meaning intended in this paragraph, a conflict of interest may arise in particular when the proxy holder: (i) is a controlling shareholder of the Bank or is another legal person or entity



controlled by such shareholder; (ii) is a member of the Board of Directors or in general the management of the Bank, or of a controlling shareholder or another legal person or entity controlled by such shareholder; (iii) is an employee or an auditor of the Bank, or of a controlling shareholder or another legal person or an entity controlled by such shareholder; (iv) is a spouse or close relative (first degree) of a natural person referred to in (i) to (iii) hereinabove.

The appointment and revocation or replacement of a proxy holder shall be made in writing or by electronic means that are submitted to the Bank at least forty-eight (48) hours prior to the date of the AGM. Notification of the appointment and revocation or replacement of the proxy by electronic means is done by electronic mail at the email address on the Invitation to the General Meeting, or in case of shareholders that are identified through intermediaries, through confirmations or notices of articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the intermediary.

**II. Specifically for shareholder participation by proxy at the Annual General Meeting on 25.07.2024 (or the Repeat Meeting thereof), remotely in real-time by teleconference, or for shareholder participation by proxy at the vote on the items of the Annual General Meeting that will take place before the General Meeting, Shareholders or Participants in the Securities Accounts in the DSS or other intermediary that provides custody services for the shares of the Bank, can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (i.e. by 11.00 am on 23.07.2024 at the latest and for the Repeat Meeting by 11.00 am on 29.07.2024 at the latest).**

Upon receipt of the information above by the Bank and based on the email address and mobile telephone of the proxy, as declared in the proxy document, an account is created for the proxy on the internet platform; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred to in B. and C. above.

The Bank has made available documents:

- a) To appoint a proxy to participate in the Annual General Meeting of Shareholders on 25.07.2024, remotely in real-time by teleconference; and
- b) To appoint a proxy to vote on the items of the Annual General Meeting that will take place before the General Meeting.

These documents are available to shareholders in hard copy through the Bank's branch network, and in electronic form on the Bank's website (<https://www.nbg.gr/en/group/investor-relations/general-meetings-all-data>).

The appropriate document must be filled-in, signed, with the signature authenticated, and filed with the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements (ground floor, 93 Eolou St., 10551 Athens, Greece) or any branch of the Bank's network, or sent by fax to +30 2103343410 and +30 2103343095, or digitally signed by using a recognized digital signature (qualified certificate) by the representative of the shareholder or the shareholder by e-mail to



[GIANNOPOULOS.NIK@NBG.GR](mailto:GIANNOPOULOS.NIK@NBG.GR) at least forty-eight (48) hours prior to the date of the General Meeting. Shareholders are requested to confirm the successful dispatch of the appointment in writing and receipt by the Bank and may contact by telephone for this reason: +30 2103343460, +30 2103343419, +30 2103343422 and +30 2103343411 (Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements).

**ANNEX 2**  
**BALLOT PAPER FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**25 JULY 2024 (and of any adjourned or postponed meeting thereof)**

	<b>ITEMS OF THE AGENDA</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<b>ITEM 1:</b>	Submission for approval of the Board of Directors Report on the Annual Financial Statements of the Bank and the Group for the financial year 2023 (1.1.2023 – 31.12.2023), and submission of the respective Auditors' Report.			
<b>ITEM 2:</b>	Submission for approval of the Annual Financial Statements of the Bank and the Group for the financial year 2023 (1.1.2023 – 31.12.2023).			
<b>ITEM 3:</b>	Submission of the annual Audit Committee Report on its activities during 2023 pursuant to Article 44 par. 1 case i) of Law 4449/2017, which is included, as a separate section, in the Annual Financial Statements of the Bank and the Group for the financial year 2023 (1.1.2023 – 31.12.2023).	<b>WITHOUT VOTING</b>		
<b>ITEM 4:</b>	Approval of the overall management by the Board of Directors as per Article 108 of Law 4548/2018 and discharge of the Auditors of the Bank, with respect to the financial year 2023 (1.1.2023 – 31.12.2023), in accordance with par. 1 case c) of article 117 of Law 4548/2018.			
<b>ITEM 5:</b>	Election of regular and substitute Certified Auditors for the audit of the Financial Statements of the Bank and the Financial Statements of the Group for the financial year 2024, and determination of their remuneration.			
<b>ITEM 6:</b>	Submission of the Independent Non-Executive Directors' Report pursuant to Article 9 par. 5 of Law 4706/2020.	<b>WITHOUT VOTING</b>		
<b>ITEM 7:</b>	Approval of Board of Directors Suitability Assessment Policy and Procedure as per Article 3 of Law 4706/2020.			



<b>ITEM 8:</b>	Election of a new Board of Directors and appointment of independent non-executive members.			
<b>8.1</b>	Election of Mr. Gikas Hardouvelis as non-executive member of the Board.			
<b>8.2</b>	Election of Mr. Pavlos Mylonas as member of the Board.			
<b>8.3</b>	Election of Ms. Christina Theofilidi as member of the Board.			
<b>8.4</b>	Election of Ms. Aikaterini Beritsi as independent non-executive member of the Board.			
<b>8.5</b>	Election of Mr. Jayaprakasa (JP) Rangaswami as independent non-executive member of the Board.			
<b>8.6</b>	Election of Mr. Claude Piret as independent non-executive member of the Board.			
<b>8.7</b>	Election of Mr. Avraam Gounaris as independent non-executive member of the Board.			
<b>8.8</b>	Election of Mr. Wietze Reehoorn as independent non-executive member of the Board.			
<b>8.9</b>	Election of Ms. Elena Ana Cernat as independent non-executive member of the Board.			
<b>8.10</b>	Election of Ms. Anne Marion-Bouchacourt as independent non-executive member of the Board.			
<b>8.11</b>	Election of Mr. Matthieu Kiss as independent non-executive member of the Board.			
<b>8.12</b>	Election of Mr. Athanasios Zarkalis as independent non-executive member of the Board.			
<b>8.13</b>	Election of Mr. Periklis Drougkas - Hellenic Financial Stability Fund Representative, in accordance with Law 3864/2010, as in force, as member of the Board.			
<b>ITEM 9:</b>	Redetermination of the type of the Audit Committee, the term of office, the number and the qualities of its members as per Article 44 par. 1 case b) of Law 4449/2017.			



<b>ITEM 10:</b>	Approval of the remuneration of the Board of Directors of the Bank for the financial year 2023 and determination of the remuneration of the Chairman of the Board and executive and non-executive members as per Article 109 of Law 4548/2018 through to the AGM of 2025.			
<b>ITEM 11:</b>	Submission for discussion and advisory vote on the fiscal year 2023 Directors' Remuneration Report, in accordance with Article 112 of Law 4548/2018.			
<b>ITEM 12:</b>	Approval for partial resolution of taxed reserve formed in accordance with Article 48 of Law 4172/2013, with total amount of €508,368,162.62 for distribution to shareholders and to eligible personnel of the Bank.			
<b>ITEM 13:</b>	Amendment of the program for the purchase of own shares in accordance with article 49 of Law 4548/2018, as in force.			



**\*Number of shares and voting rights**

In line with the provisions of Article 123.3 (b) of Law 4548/2018, as in force, National Bank of Greece hereby discloses the total number of shares and voting rights existing as at 04.07.2024, the date of the invitation to shareholders to attend the Bank's forthcoming Annual General Meeting:

Specifically, the total share capital of the Bank amounts to 914,715,153 common registered shares with the right to vote on the items on the agenda of the AGM.

It is noted that, in accordance with Article 107 par. 2 of Law 4941/2022, as of 16.07.2022, the HFSF, pursuant to Article 7a of Law 3864/2010, as amended and in force, fully exercises voting rights corresponding to the total shares that it holds.